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October 8, 2001

David Waddell
Executive Secretary
Tennessee Regulatory Authority
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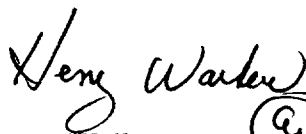

Re: *Docket to Determine the Compliance of BellSouth Telecommunications
Inc.'s Operations Support Systems with State and Federal Regulations*
Docket No: 01-00362

Dear David:

Attached is AT&T Communications of the South Central States, Inc, TCG MidSouth, Inc., and the Southeastern Competitive Carriers Association (collectively the "Intervenors") Reply to BellSouth Telecommunications, Inc's Response to List of Persons to be Deposed and Request for Additional Time for Depositions and Motion to Quash.

Very truly yours,

BOULT, CUMMINGS, CONNERS & BERRY, PLC

By: 
Henry Walker 

HW/cw

**BEFORE THE TENNESSEE REGULATORY AUTHORITY
NASHVILLE, TENNESSEE**

In re:)
Docket to Determine the Compliance)
of BellSouth Telecommunications, Inc.'s)
Operations Support Systems with State)
and Federal Regulations)

Docket No.: 01-00362

**REPLY OF AT&T COMMUNICATIONS OF THE SOUTH CENTRAL STATES, INC.,
TCG MIDSOUTH, INC., AND THE SOUTHEASTERN COMPETITIVE CARRIERS
ASSOCIATION TO BELL SOUTH TELECOMMUNICATIONS, INC.'s RESPONSE TO
LIST OF PERSONS TO BE DEPOSED AND REQUEST FOR ADDITIONAL TIME FOR
DEPOSITIONS AND MOTION TO QUASH**

Pursuant to the Tennessee Regulatory Authority's October 5, 2001 Notice of Pre-Hearing Conference, AT&T Communications of the South Central States, Inc., TCG MidSouth, Inc. and the Southeastern Competitive Carriers Association (collectively, the "CLECs"), by and through the undersigned counsel, hereby request that the Tennessee Regulatory Authority (the "Authority" or "TRA") allow the CLECs to proceed with the requested discovery. As outlined below, the discovery is necessary to the conduct of full and complete hearings on the issues to be addressed in Phase I and Phase II of this docket. BellSouth Telecommunications, Inc.'s ("BellSouth's") claim that the discovery afforded to the CLECs in proceedings in other jurisdictions is adequate disregards three important facts: (1) use of information received from KPMG Consulting, Inc., Hewlett Packard and Pricewaterhouse Coopers is limited to the forum in which it was obtained; (2) the focus of Phases I and II of this docket is different from the focus of the proceedings in other jurisdictions in which CLECs have participated; and (3) the ongoing production of documents and information raises issues that fall within the scope of the Tennessee inquiry and were not fully addressed in other proceedings.

I. INTRODUCTION

On September 27, 2001, pursuant to the Authority's September 13, 2001 Order Establishing Issues and Procedural Schedule ("September 13th Order"), the CLECs filed their List of Persons to be Deposed and Request for Additional Time for Depositions. This list identified individuals the CLECs believe to have relevant knowledge of the issues to be covered in Phases I and II of this docket. The CLECs listed individuals who are employees of BellSouth or of one of the four non-parties that participated in the OSS third-party testing or regionality assessment upon which BellSouth relies: KPMG Consulting, Inc. ("KCI"), Pricewaterhouse Coopers ("PWC"), Hewlett Packard Co. ("HP"), and Cap Gemini/Ernst & Young.

On October 4, 2001, BellSouth filed its Motion to Quash the CLECs' Notice of Depositions and requested that the Authority deny the CLECs the right to conduct any depositions in this proceeding on the grounds that the discovery the CLECs have conducted in other proceedings is adequate to inform this Authority's inquiry. BellSouth's argument ignores the limits placed on the use of discovery CLECs obtained in other proceedings and the need for a complete and thorough analysis of the issues within the scope of this docket.

Even if a nationwide agreement existed as suggested by BellSouth, the Authority has quite properly indicated that it will not be bound by any multistate agreement. (*See* Transcript of Hearing, Sept. 6, 2001, 73:22-25.) Further, this proceeding differs from the North Carolina proceeding in significant respects, including its focus, its timing, the parties, and the nature and degree of regulatory oversight and participation involved. For all of these reasons, the CLECs should be permitted to proceed with the depositions as requested. BellSouth's Motion to Quash should be denied.

II. DISCOVERY OBTAINED IN OTHER PROCEEDINGS FROM THE NON-PARTIES UPON WHOSE WORK BELL SOUTH RELIES IN TENNESSEE HAS BEEN LIMITED TO USE IN THOSE PROCEEDINGS

As support for its argument that the CLECs should be denied any opportunity to take depositions in Tennessee, BellSouth refers to AT&T Communications of the Southern States, Inc.'s ("AT&T's") deposition of four KCI employees in the Georgia proceeding and six KCI employees in the North Carolina proceeding. BellSouth also points to documents KCI produced in Georgia and written discovery AT&T has served upon KCI, PWC, and HP in North Carolina.¹ BellSouth's argument fails, however, because any information AT&T acquired as a result of these discovery efforts has been limited to use in those proceedings and may not be used in Tennessee.

As the CLECs argued in their Motion to Establish a Protective Order in this docket, fundamental fairness dictates that if BellSouth relies upon third-party testing information and the PWC attestation to establish that its OSS are regional, the results of CLEC discovery in any state should be admissible in any other forum considering these issues. Unfortunately, the protective orders issued in the Georgia and North Carolina proceedings do not allow CLECs to use information discovered in these proceedings elsewhere in the region. Moreover, the non-parties from whom CLECs have sought discovery in Georgia and North Carolina have not entered into regional protective orders allowing use of their information in any proceeding other than the one in which it was produced. Consequently, the CLECs are presently unable to make the non-party information discovered in Georgia and North Carolina available to the Authority.

¹ BellSouth cites the hearing conducted by the Georgia Public Service Commission as an opportunity for AT&T to conduct discovery. The CLECs disagree with this characterization of the purpose of the Georgia proceeding.

The indicated representatives from KCI, PWC, HP and Cap Gemini are likely to have information that is important to this Authority's evaluation of the regionality attestation and the third-party tests upon which BellSouth relies. BellSouth's Motion to Quash attempts to make this information essentially unavailable to CLECs in Tennessee. Investigation of these issues is among the goals of Phases I and II of this docket, and the CLECs should be allowed to take these depositions as part of their efforts to provide the Authority with all of the information necessary for a thorough assessment of BellSouth's OSS. Accordingly, the Authority should deny BellSouth's Motion to Quash the depositions of the named and unnamed non-party representatives.

III. THE SCOPE OF THIS DOCKET INCLUDES ISSUES AND TOPICS UPON WHICH BELL SOUTH EMPLOYEES HAVE NOT BEEN DEPOSED

BellSouth objects to the CLECs' deposition of the sixteen BellSouth employees identified because BellSouth claims it will be duplicative of AT&T's previous discovery efforts. As BellSouth's discussion makes clear, however, no BellSouth employees were deposed in the Georgia proceeding. Moreover, the focus of the North Carolina proceeding and the focus of the associated CLEC discovery efforts for that proceeding differed significantly from the issues the Authority set forth in its September 13th Order. Finally, the progress of ongoing CLEC discovery efforts has uncovered a number of issues that are within the scope of the Authority's inquiry but have not been fully explored through discovery in North Carolina. For these reasons, as well as to provide the Authority Staff an opportunity fully to participate in the deposition process, the CLECs should be permitted to depose the listed BellSouth employees.

As the Authority indicated in its September 13th Order, Phase I of this proceeding is focused upon the question of the regionality of BellSouth's OSS. Phase II will address the issues

of commercial usage, the degree of reliance that may be placed upon the Georgia and Florida testing, and Tennessee-specific testing. Comparison of the Georgia and Florida tests is important to a complete analysis in both of these phases. For example, information concerning exceptions that remain open in Florida despite achieving results of “satisfied” in the Georgia test could bear either on the regionality question or on the reliability of the tests. The North Carolina proceeding, however, was fundamentally a Section 271 proceeding, and did not focus on consideration of the Florida test. Consequently, CLEC depositions in North Carolina do not explore areas that could be meaningful in light of the broader scope of the Authority’s inquiry.

CLEC deposition of the indicated BellSouth employees is also necessary because of the timing of the discovery being conducted in Tennessee and elsewhere. For example, BellSouth produced supplemental responses to AT&T’s written discovery in North Carolina as recently as September 21, 2001. Any issues arising from these responses were not included in the depositions that were conducted before this discovery was reviewed and analyzed. In addition, under the procedural schedule established in this docket, BellSouth’s discovery responses are not due until October 12, 2001, and BellSouth’s direct testimony is not due until October 22, 2001. (See September 13th Order at 7.) The CLECs cannot predict what issues may arise from the anticipated production and filing, but they should have the opportunity to depose the indicated BellSouth employees on any matters included in those documents as well as on issues within the full scope of this docket.

Moreover, analysis of the issues the Authority has assigned to Phases I and II involves a different focus from that employed in North Carolina. A thorough assessment will include all of the issues that have arisen through even the most recent discovery and the testimony that BellSouth is required to file. The CLECs should be allowed to address all of these issues with

employees of BellSouth. BellSouth's Motion to Quash the deposition of the listed employees should therefore be denied.

IV. CONCLUSION

BellSouth's unfounded attack on AT&T's motives notwithstanding, the depositions the CLECs have listed are reasonable in light of the duration of the OSS testing, the complexity of the issues and subject matter, and the degree to which BellSouth relies upon the work of non-parties. These depositions seek information that is relevant and important to a thorough and balanced assessment of BellSouth's provision of nondiscriminatory access to its OSS. The Authority has crafted a workable process for conducting these depositions and the remainder of discovery. With a minor adjustment to allow more time to depose the listed representatives, this process should enable the Authority to conduct full and complete hearings on the relevant issues and come to a well-supported conclusion regarding BellSouth's OSS.

Accordingly, the CLECs respectfully request that the Authority deny BellSouth's Motion to Quash and allow the CLECs to proceed with the depositions as requested in their List of Persons to be Deposed and Request for Additional Time for Depositions.

By: Henry Walker

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Respectfully submitted,

CERTIFICATE OF SERVICE

I hereby certify that a copy of the foregoing REPLY OF AT&T AND THE SOUTHEASTERN COMPETITIVE CARRIERS ASSOCIATION TO BELL SOUTH.'s RESPONSE TO LIST OF PERSONS TO BE DEPOSED AND REQUEST FOR ADDITIONAL TIME FOR DEPOSITIONS AND MOTION TO QUASH in Docket No. 01-00362 was served by U.S. mail on the following parties of record this 8th day of October 2001:

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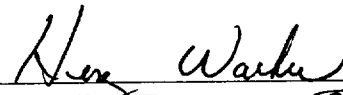
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